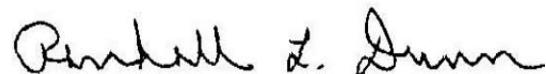


June 28, 2016

Clerk, U.S. Bankruptcy Court

Below is an Order of the Court.



RANDALL L. DUNN
U.S. Bankruptcy Judge

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF OREGON

In re) Case No. 16-30406-rld11
)
SeaPort Airlines, Inc.,) ORDER AUTHORIZING EMPLOYMENT OF
) AUCTIONEER MEMPHIS AUTO AUCTION
Debtor-in-Possession.) (Mechelle Denton)

THIS MATTER having come before the court upon the application of Debtor-in-Possession, SeaPort Airlines, Inc., ("Debtor"), praying for authority to employ and appoint the firm of Memphis Auto Auction (Mechelle Denton) ("Professional") as the estate's auctioneer to auction and sell two automobiles located at 3179 Old Getwell Road, Memphis, TN 38118; that Professional represents no interest adverse to the Debtor as Debtor-in-Possession herein, or to the estate, (except as disclosed in the Rule 2014 Verified Statement on file herein) on the matters upon which the Professional is to be engaged, that the Professional's employment is necessary and would be in the best interest of the estate, and the time for filing an objection having expired and the Court being otherwise fully advised, it is hereby

ORDERED as follows:

1. Debtor is authorized to employ the Professional the estate's auctioneer to auction and sell two automobiles located at 3179 Old Getwell Road, Memphis, TN 38118;
2. The terms and conditions of the employment of Professional, as set forth in the application to employ Professional, are approved.
3. Compensation shall be paid at time of sale in accordance with the auctioneer's fee schedule set forth in the auctioneer's application for employment, a copy of which is attached hereto marked **Exhibit A**.
4. This Order shall be effective only if the firm to which it applies is a "disinterested person" as defined by 11 U.S.C. §101(14).

###

I certify that I have complied with the requirements of LBR 9021-1(a)(2)(A).

PRESENTED BY:

/s/Robert J Vanden Bos

Robert J Vanden Bos OSB #78100
Douglas R. Ricks, OSB #044026
Christopher N. Coyle, OSB #07350
VANDEN BOS & CHAPMAN, LLP
319 S.W. Washington, Suite 520
Portland, Oregon 97204
Telephone: (503) 241-4869
Fax: (503) 241-3731

Of Attorneys for Debtor-in-Possession

First Class Mail:

SeaPort Airlines, Inc.
Attn: Timothy Sieber
7505 NE Airport Way
Portland, OR 97218

Professional:

Mechelle Denton
Memphis Auto Auction
3179 Old Getwell Road
Memphis, TN 38118

Electronic Mail:

The foregoing was served on all CM/ECF participants through the Court's Case Management/Electronic Case File system.

Robert J Vanden Bos OSB #78100
VANDEN BOS & CHAPMAN, LLP
319 S.W. Washington, Suite 520
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TELEPHONE: (503) 241-4869
FAX: (503) 241-3731

Of Attorneys for Debtor-in-Possession

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF OREGON

In re) Case No. 16-30406-rld11
)
SeaPort Airlines, Inc.,) APPLICATION FOR AUTHORITY TO
) EMPLOY AUCTIONEER MEMPHIS AUTO
Debtor-in-Possession.) AUCTIONS (Mechelle Denton)

Pursuant to 11 U.S.C. §§ 327, and Bankruptcy Rule 2014, SeaPort Airlines, Inc., ("Debtor"), makes application to the Court for authority to employ Memphis Auto Auction (Mechelle Denton), 3179 Old Getwell Road, Memphis, TN 38118, telephone: (901) 795-7634, (the "Professional") as the estate's auctioneer to auction and sell two automobiles located at 3179 Old Getwell Road, Memphis, TN 38118. In support of this application, Debtor represents:

1. On February 5, 2016 (the "Petition Date"), Debtor filed a petition under Chapter 11 of the United States Bankruptcy Code.
2. Debtor has selected Professional for the reason that it has experience in automobile auction sales and is a well-known auction service in Memphis, Tennessee.
3. The professional services that Professional is to provide include: (a) list and market the two Automobiles; (b) prepare the Automobiles for auction, including any repair

and detail work; (c) conduct an auction to sell the two Automobiles; (d) sign and execute any and all documentation necessary to transfer ownership of the two consigned vehicles to purchasers..

4. To the best of Debtor's knowledge, the Professional has no connection with the creditors or any other adverse party or its attorneys, except as disclosed in the Rule 2014 Verified Statement on file herein.

5. To the best of Debtor's knowledge the Professional represents no interest adverse to Debtor or the estate, except as disclosed in the Rule 2014 Verified Statement on file herein.

6. The proposed rate of compensation for the sale of the Vehicles is disclosed as follows:

Fees Per Automobile	
Sale Fee	\$120
Full Detail	\$85
Wash & Vac	\$45
Mechanical Labor	\$57.50/Hour
Body Labor	\$35/Hour
Parts Replacement	Cost +15%
Misc. Incidentals	\$45

The Automobiles will be prepared for sale in accordance with the above fee schedule. All repair work incurring parts or labor costs will be estimated once the vehicles are inspected by the Professional.

/ / /

/ / /

/ / /

WHEREFORE, Debtor prays that Debtor be authorized to employ and appoint Professional as auctioneer to Debtor-in-Possession in this proceeding under Chapter 11 of the Bankruptcy Code.

DATED: June 7, 2016

Respectfully submitted;

VANDEN BOS & CHAPMAN, LLP

By: /s/ Robert J Vanden Bos

Robert J Vanden Bos, OSB #78100

Douglas R. Ricks, OSB #044026

Christopher N. Coyle, OSB #07350

Of Attorneys for Debtor-in-Possession

UNITED STATES BANKRUPTCY COURT
DISTRICT OF OREGON

In re _____
Debtor(s))
) Case No. _____
)
) RULE 2014 VERIFIED STATEMENT
) FOR PROPOSED PROFESSIONAL

Note: To file an amended version of this statement per ¶19, file a fully completed amended Rule 2014 statement on LBF #1114 and clearly identify any changes from the previous filed version.

1. The applicant is not a creditor of the debtor except:
2. The applicant is not an equity security holder of the debtor.
3. The applicant is not a relative of the individual debtor.
4. The applicant is not a relative of a general partner of the debtor (whether the debtor is an individual, corporation, or partnership).
5. The applicant is not a partnership in which the debtor (as an individual, corporation, or partnership) is a general partner.
6. The applicant is not a general partner of the debtor (whether debtor is an individual, corporation, or partnership).
7. The applicant is not a corporation of which the debtor is a director, officer, or person in control.
8. The applicant is not and was not, within two years before the date of the filing of the petition, a director, officer, or employee of the debtor.
9. The applicant is not a person in control of the debtor.
10. The applicant is not a relative of a director, officer or person in control of the debtor.
11. The applicant is not the managing agent of the debtor.
12. The applicant is not and was not an investment banker for any outstanding security of the debtor; has not been, within three years before the date of the filing of the petition, an investment banker for a security of the debtor, or an attorney for such an investment banker in connection with the offer, sale, or issuance of a security of the debtor; and is not and was not, within two years before the date of the filing of the petition, a director, officer, or employee of such an investment banker.
13. The applicant has read 11 U.S.C. §101(14) and §327, and FRBP 2014(a); and the applicant's firm has no connections with the debtor(s), creditors, any party in interest, their respective attorneys and accountants, the United States Trustee, or any person employed in the office of the United States Trustee, or any District of Oregon Bankruptcy Judge, except as follows:

14. The applicant has no interest materially adverse to the interest of the estate or of any class of creditors or equity security holders.
15. Describe details of all payments made to you by either the debtor or a third party for any services rendered on the debtor's behalf within a year prior to filing of this case:

16. The debtor has the following affiliates (as defined by 11 U.S.C. §101(2)). Please list and explain the relationship between the debtor and the affiliate:

17. The applicant is not an affiliate of the debtor.
18. Assuming any affiliate of the debtor is the debtor for purposes of statements 4-13, the statements continue to be true except (list all circumstances under which proposed counsel or counsel's law firm has represented any affiliate during the past 18 months; any position other than legal counsel which proposed counsel holds in either the affiliate, including corporate officer, director, or employee; and any amount owed by the affiliate to proposed counsel or its law firm at the time of filing, and amounts paid within 18 months before filing):

19. The applicant hereby acknowledges that he/she has a duty during the progress of the case to keep the court informed of any change in the statement of facts which appear in this verified statement. In the event that any such changes occur, the applicant immediately shall file with the court an amended verified statement on LBF #1114, with the caption reflecting that it is an amended Rule 2014 statement and any changes clearly identified.

THE FOLLOWING QUESTIONS NEED BE ANSWERED ONLY IF AFFILIATES HAVE BEEN LISTED IN STATEMENT 16.

20. List the name of any affiliate which has ever filed bankruptcy, the filing date, and court where filed:

21. List the names of any affiliates which have guaranteed debt of the debtor or whose debt the debtor has guaranteed. Also include the amount of the guarantee, the date of the guarantee, and whether any security interest was given to secure the guarantee. Only name those guarantees now outstanding or outstanding within the last 18 months:
22. List the names of any affiliates which have a debtor-creditor relationship with the debtor. Also include the amount and date of the loan, the amount of any repayments on the loan and the security, if any. Only name those loans now outstanding or paid off within the last 18 months:
23. List any security interest in any property granted by the debtor to secure any debts of any affiliate not covered in statements 20 and 21. List any security interest in any property granted by the affiliate to secure any debts of the debtor not covered in statements 21 and 22. Also include the collateral, the date and nature of the security interest, the name of the creditor to whom it was granted, and the current balance of the underlying debt:
24. List the name of any affiliate who is potentially a "responsible party" for unpaid taxes of the debtor under 26 U.S.C. §6672:

I verify that the above statements are true to the extent of my present knowledge and belief.

Applicant

In re SeaPort Airlines, Inc.;
Chapter 11 Bankruptcy Case No. 16-30406-rld11

CERTIFICATE - TRUE COPY

DATE: June 7, 2016

DOCUMENT: APPLICATION FOR AUTHORITY TO EMPLOY AUCTIONEER
MEMPHIS AUTO AUCTIONS (Mechelle Denton) and RULE 2014
VERIFIED STATEMENT FOR PROPOSED PROFESSIONAL -
Memphis Auto Auction (Mechelle Denton)

I hereby certify that I prepared the foregoing copy of the foregoing named document and have carefully compared the same with the original thereof and it is a correct copy therefrom and of the whole thereof.

CERTIFICATE OF SERVICE

I hereby certify that I served a copy of the foregoing on:

SeaPort Airlines, Inc. Attn: Timothy Sieber 7505 NE Airport Way Portland, OR 97218	Franklin C. Adams POB 1028 Riverside, CA 92502-1028	Tulare County Tax Collector Attn Jorge Garcia Deputy Tax Collector 221 S Mooney Blvd Rm 104-E Visalia, CA 93291-4593
Mechelle Denton Memphis Auto Auction 3179 Old Getwell Road Memphis, TN 38118	Mark J. Wolfson 100 N Tampa St #2700 Tampa, FL 33602	
Michael J. Edelman VEDDER PRICE 1633 Broadway, 47th Floor New York, New York 10019	Dan McAllister Treasurer-Tax Collector Attention: Bankruptcy Desk 1600 Pacific Highway, Room 162 San Diego, California 92101	

by mailing a copy of the above-named document to each of them in a sealed envelope, addressed to each of them at his or her last known address. Said envelopes were deposited in the Post Office at Portland, Oregon, on the above date, postage prepaid.

I hereby certify that the foregoing was served on all CM/ECF participants through the Court's Case Management/Electronic Case File system on the date set forth below.

Dated: June 7, 2016

VANDEN BOS & CHAPMAN, LLP

By:/s/Robert J Vanden Bos

Robert J Vanden Bos, OSB #78100
Douglas R. Ricks, OSB #044026
Christopher N. Coyle, OSB #07350
Of Attorneys for Debtor-in-Possession